

WARRICK COUNTY COMMISSIONERS
RESOLUTION 1999- 7

**A RESOLUTION OF THE
WARRICK COUNTY COMMISSIONERS
CONSENTING AND APPROVING
TRANSFER OF CONTROL OR TRANSFER OF CATV FRANCHISE
BY LOCAL FRANCHISING AUTHORITY**

WHEREAS, TWFanCh-one Co. ("Grantee") is the present holder of a franchise granted by Warrick County ("Grantor") to own and operate a cable television system in Warrick County, IN, as set forth in Ordinance/Resolution, dated April 23, 1982 (the "Franchise"),

WHEREAS, Grantee has agreed to transfer the Franchise to one of its general partners, Fanch Cablevision of Indiana, L.P. ("FCILP") pursuant to an agreement among Grantee and its partners (the "TWF Agreement"),

WHEREAS, Charter Communications VI, LLC ("Charter") has agreed to acquire all ownership interests in FCILP, pursuant to a Purchase Agreement dated May 21, 1999 (the "Purchase Agreement") among the partners of FCILP and certain affiliates of FCILP, and an affiliate of Charter;

WHEREAS, Grantee and FCILP filed an FCC Form 394 Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise with Grantor on or about June 28, 1999 relating to the transfer from Grantee to FCILP; and

WHEREAS, Charter and FCILP filed an FCC Form 394 Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise with Grantor on or about June 28, 1999 relating to the purchase by Charter of the entire ownership in FCILP; and

WHEREAS, Grantor has duly conducted a thorough review and investigation into the legal, technical and financial qualifications of FCILP and Charter to own and operate the cable television system in light of the above-referenced FCC Forms 394; and

WHEREAS, all written comments and staff reports have been received, and made a part of the record; and

WHEREAS, following review and investigation, the Grantor has concluded that FCILP and Charter both have established the legal, technical and financial criteria to operate the cable television system and have satisfied all criteria set forth in and/or under all applicable local, state and federal laws, rules and regulations, including FCC Form 394.

NOW, THEREFORE, BE IT RESOLVED, that the Grantor consents to the transactions

contemplated by the TWF Agreement and the Purchase Agreement and further resolves as follows:

Section 1. Grantor consents to the transfer to FCILP of the Franchise and the cable system serving Grantor effective upon the closing of the transactions contemplated by the TWF Agreement;

Section 2. Grantor further consents to the transfer by FCILP to Charter of ownership and control of the cable system serving Grantor effective upon the closing of the transactions contemplated by the Purchase Agreement;

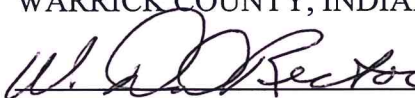
Section 3. Grantor confirms that (a) the Franchise is valid and outstanding and in full force and effect; (b) there have been no amendments or modifications to the Franchise, except as set forth herein; (c) Grantee is materially in compliance with the provisions of the Franchise; and (d) there are no defaults under the Franchise, or events which, with the giving of notice or passage of time or both, could constitute events of default thereunder.

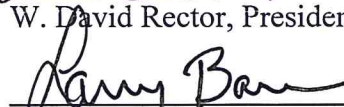
Section 4. Charter may (a) assign or transfer its assets, including the Franchise provided however, that such assignment or transfer is to a parent or subsidiary of Charter or another entity under direct or indirect control of Paul Allen; (b) restructure debt or change the ownership interests among existing equity participants in Charter, and/or its affiliates; (c) pledge or grant a security interest to any lender(s) of Charter's assets, including but not limited to the Franchise, or of interests in Charter, for purposes of securing an indebtedness, without obtaining prior consent of Grantor; (d) sell capital stock of Charter, or any of Charter's affiliate companies, in a transaction commonly known as an "initial public offering".

Section 5. This Resolution shall take effect and be in force immediately.

PASSED AND ADOPTED this 23rd day of August, 1999.


BOARD OF COMMISSIONERS OF
WARRICK COUNTY, INDIANA


W. David Rector, President


Larry Barr, Commissioner


Jack Pike, Commissioner

ATTEST:


Richard Kixmiller, Auditor

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